STATE OF VERMONT PUBLIC SERVICE BOARD

Docket No. 6595	
Petition of Working Assets Funding Service, Inc.,)
for Approval of a Merger and Transfer of Control)	

<u>CERTIFICATE OF CONSENT ISSUED</u> PURSUANT TO 30 V.S.A. SECTION 109

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of Working Assets Merger Sub with and into Working Assets Funding Service, Inc., will promote the public good. Petitioners shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.

DATED at Montpelier, Vermont, this 19th day of December, 2001.

	s/Michael H. Dworkin)	PUBLIC SERVICE
	s/David C. Coen))	Board
	s/John D. Burke))	OF VERMONT
OFFICE OF THE CLERK			
FILED: December 19, 2001			
ATTEST: s/Susan M. Hudson Clerk of the Board			

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or mail) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us).